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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**PLAN PROPONENTS' JOINT
STATEMENT REGARDING CLOSING
ARGUMENTS AND RELATED MATTERS
FOR CONFIRMATION HEARING**

Related Docket No.: 7613 and 7633

1 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as
2 debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases
3 (the “**Chapter 11 Cases**”), and the Shareholder Proponents¹ submit this joint statement regarding
4 rebuttal and closing legal arguments and related matters in connection with the hearing to consider
5 confirmation of the Plan (the “**Confirmation Hearing**”) in accordance with the Court’s *Order*
6 *Regarding Schedule for Oral Arguments and Submission for Decision*, dated May 27, 2020 [Docket No.
7 7613] (the “**May 27 Order**”).

8 **STATEMENT**

9 As the set forth in their prior statement, dated May 28, 2020 [Docket No. 7633] (the “**May 28**
10 **Statement**”), based on a review of the Objections and record evidence to date, including the Objections
11 that the Plan Proponents believe have been or will be resolved prior to oral argument, the Debtors and
12 Shareholder Proponents (collectively, the “**Plan Proponents**”) believe the remaining matters that should
13 be the subject of oral argument at the Confirmation Hearing are as follows (collectively, the
14 “**Confirmation Issues**”):

- 15 1. General compliance with the requirements of section 1129(a) of the Bankruptcy Code
16 including, good faith and proper classification;
- 17 2. Scope of Plan releases, exculpation, and discharge provisions;
- 18 3. Alleged impairment and executory contract issues related to setoff and indemnification
19 claims;
- 20 4. Remaining Objections raised by the Tort Claimants Committee and the UCC;
- 21 5. Remaining Objections raised by PERA; and
- 22 6. Remaining Objections raised by certain Governmental Units, including the United States,
23 the California State Agencies, and the California Franchise Tax Board.

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25 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms
26 in the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated March*
27 *22, 2020* [Docket No. 7521] (as it may be amended, modified or supplemented, and together with any
28 exhibits or schedules thereto, the “**Plan**”) and the *Plan Proponents’ Joint Memorandum of Law and*
Omnibus Response in Support of Confirmation of Debtors’ and Shareholder Proponents’ Joint Chapter
11 Plan of Reorganization, dated May 22, 2020 [Docket No. 7528], as applicable.

1 Subject to any further instruction of the Court, the Plan Proponents believe that the most efficient
2 manner in which to proceed with oral argument is for the parties to address each of the foregoing
3 Confirmation Issues individually, on an issue by issue basis, with the Plan Proponents (and any other
4 supporting parties) making their opening arguments with respect to a specific Confirmation Issue,
5 followed by oral argument from any opposing parties with respect to that particular Confirmation Issue,
6 and then the Plan Proponents concluding with any closing/rebuttal arguments for the particular
7 Confirmation Issue. The Plan Proponents believe they would need an aggregate of approximately 2.5
8 hours for closing/rebuttal arguments.

9 Given the very large blocks of time requested by various objecting parties for their arguments,
10 the Plan Proponents submit that the Court should set time limits for argument of each discrete issue and
11 direct the objecting parties to coordinate their arguments to eliminate duplication. The Plan Proponents
12 are available at the Court's convenience to address the foregoing or any other matters relating to the
13 scheduling of the Confirmation Hearing.

14
15 Dated: June 1, 2020
16 New York, New York

17 **WEIL, GOTSHAL & MANGES LLP**
18 **KELLER BENVENUTTI KIM LLP**

19 By: /s/ Stephen Karotkin
Stephen Karotkin

20 *Attorneys for Debtors and Debtors in Possession*
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